

F09000001623

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
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RE-SUBMIT

Please retain original filing
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FOREIGN PROFIT/NONPROFIT CORPORATION

RT West Palm Beach, Inc

Certificate of Status	0
Certified Copy	0
Page Count	046
Estimated Charge	\$70.00

Please give to:
Diane Cushing

Thank You!

Electronic Filing Menu

Corporate Filing Menu

Help

RubyTuesday

150 WEST CHURCH AVENUE
MARTYVILLE, TENNESSEE 37801
P 865-379-5700
WWW.RUBYTUESDAY.COM

April 15, 2009

Ms. Diane Cushing
Florida Department of Revenue

Re: RT South Florida, Inc. FEIN 62-1697232
RT West Palm Beach, Inc. FEIN 63-1196980

Dear Ms. Cushing:

Ruby Tuesday, Inc. ("RTI") submits the following information in connection with the pending Applications by Foreign Corporation for Authorization to Transact Business for the above named entities.

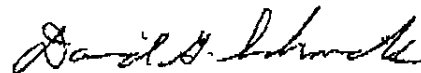
RT South Florida, Inc. (a wholly-owned subsidiary of RTI) served as "special limited partner" of RT South Florida Franchise, Ltd. until it was admitted as General Partner effective December 6, 2006.

RT West Palm Beach, Inc. (a wholly-owned subsidiary of RTI) served as "special limited partner" of RT West Palm Beach Franchise, Ltd. until it was admitted as General Partner effective June 6, 2007.

It is RTI's understanding (based on section 607.1501(2)(l), Florida Statutes) that it was not necessary that a special limited partner entity be qualified to transact business in Florida. In addition, RTI did not learn of Florida's requirement of qualification by general partner entities until it began preparation of the 2009 Annual Reports for the two (2) limited partnerships. Therefore, we respectfully request that the Department of Revenue consider abating and/or waiving any penalties for failure to qualify.

Thank you very much for your assistance and consideration. Please contact me at 865-379-5712 if you have any questions or require any further information.

Sincerely,



David G. Schmidt
Vice President, Tax and Treasury

/mjt



April 9, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: RT WEST PALM BEACH, INC
REF: W09000016738

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that RT WEST PALM BEACH, INC has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 2003, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$6,900.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000083495
Letter Number: 609A00012053

RE-SUBMIT

Please retain original filing
date of submission 4/8/09

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

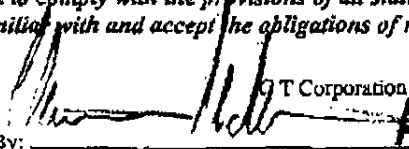
1. RT West Palm Beach, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Georgia 3. 63-1196980
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/24/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 150 West Church Avenue, Maryville, TN 37801
(Principal office address)

Same
(Current mailing address)
8. To serve as general partner of RT West Palm Beach Franchise, Ltd.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:  **Chris McNeal**
C T Corporation System
Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

2009 APR 18 P 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: S. E. Beall, III
Address: 150 West Church Avenue
Maryville, TN 37801

Vice Chairman: _____
Address: _____

Director: Marguerite N. Duffy
Address: 150 West Church Avenue
Maryville, TN 37801

Director: Scarlett May
Address: 150 West Church Avenue
Maryville, TN 37801

B. OFFICERS

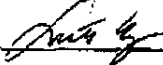
President: S. E. Beall, III
Address: 150 West Church Avenue
Maryville, TN 37801

Vice President: Marguerite N. Duffy
Address: 150 West Church Avenue
Maryville, TN 37801

Secretary: Scarlett May
Address: 150 West Church Avenue, Maryville, TN 37801

Treasurer: Marguerite N. Duffy
Address: 150 West Church Avenue, Maryville, TN 37801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Scarlett May, Secretary
(Typed or printed name and capacity of person signing application)

Control No. K745037

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

FILED
2009 APR - 8 P 3 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

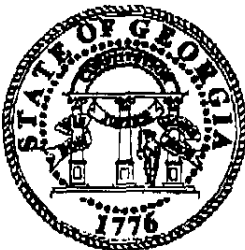
RT WEST PALM BEACH, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 12/24/1997 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 8th day of April, 2009

Karen C Handel
Secretary of State